

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF WASHINGTON  
WESTERN DIVISION**

In re *CLI Holdings, Inc. dba Alydian, a Corporation*Case No. *13-19746*Chapter *11*

\_\_\_\_\_/ Debtor

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	Attached (Yes/No)	No. of Sheets	ASSETS	LIABILITIES	OTHER
A-Real Property	<i>Yes</i>	<i>1</i>	\$ <i>0.00</i>		
B-Personal Property	<i>Yes</i>	<i>3</i>	\$ <i>1,648,395.00</i>		
C-Property Claimed as Exempt	<i>No</i>	<i>0</i>			
D-Creditors Holding Secured Claims	<i>Yes</i>	<i>1</i>		\$ <i>0.00</i>	
E-Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	<i>Yes</i>	<i>2</i>		\$ <i>0.00</i>	
F-Creditors Holding Unsecured Nonpriority Claims	<i>Yes</i>	<i>4</i>		\$ <i>4,300,455.00</i>	
G-Executory Contracts and Unexpired Leases	<i>Yes</i>	<i>2</i>			
H-Codebtors	<i>Yes</i>	<i>1</i>			
I-Current Income of Individual Debtor(s)	<i>No</i>	<i>0</i>			\$ <i>0.00</i>
J-Current Expenditures of Individual Debtor(s)	<i>No</i>	<i>0</i>			\$ <i>0.00</i>
<b>TOTAL</b>		<i>14</i>	\$ <i>1,648,395.00</i>	\$ <i>4,300,455.00</i>	

## SCHEDULE A-REAL PROPERTY

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption	Amount of Secured Claim
None				None

**TOTAL \$**  
(Report also on Summary of Schedules.)

0.00

In re CLI Holdings, Inc. dba Alydian  
Debtor(s)Case No. 13-19746

(if known)

**SCHEDULE B-PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G-Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	None	Description and Location of Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
1. Cash on hand.	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interest in an education IRA as defined in 26 U.S.C. 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			

In re CLI Holdings, Inc. dba Alydian

Debtor(s)

Case No. 13-19746

(if known)

**SCHEDULE B-PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N o n e	Description and Location of Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts Receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X			
20. Contingent and non-contingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as described in 11 U.S.C. 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		<i>Office Equipment: Brother            Printer/Fax/Scanner, Toshiba laptop, Levano            laptop, programs, router, port switch, 3            cordless drills, tools, wrenches, pliers, 4            ESD mats, microscope, 4 soldering stations            and 4 fans, 5 tables, 6 chairs            Location: In debtor's possession</i>		\$5,198.00
29. Machinery, fixtures, equipment and supplies used in business.	X			

In re CLI Holdings, Inc. dba Alydian,

Debtor(s)

Case No. 13-19746

(if known)

**SCHEDULE B-PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N o n e	Description and Location of Property	Husband--H Wife--W Joint--J Community--C	Current Value of Debtor's Interest, in Property Without Deducting any Secured Claim or Exemption
30. Inventory.		<i>Parts of Manufacturing (For a detailed listing, see attached Exhibit 1) Location: In Debtor's possession and in transit from Taiwan</i>		\$1,263,849.00
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		<i>Six Deployed Systems: 6 Assembled card cages, 1 network switch, 1 rack, 6 network cables 6', 24 power cables, 48 assembly Location: In debtor's possession</i>		\$379,348.00
<b>Total →</b>				\$1,648,395.00



Alydian Inventory							
October 2013							
Work In Process							
QTY PDX	MFG P/N	\$ USD/unit	\$USD in PDX	Vendor	Qty. In Taiwan	\$USD in Taiwan	Total Inventory Value
65000	XC2C64A-7VQG44C	\$ 2.20	\$ 143,000.00	Digikey		\$ -	\$ 143,000.00
29400	90403A145	\$ 0.09	\$ 2,610.72	McMaster-Carr		\$ -	\$ 2,610.72
26019	XC2C64A-7VQG44I	\$ 2.15	\$ 55,940.85	America II Electronics Inc.		\$ -	\$ 55,940.85
16000	ESD9C3.3ST5G	\$ 0.05	\$ 783.36	Digikey		\$ -	\$ 783.36
13050	90471A215	\$ 0.05	\$ 707.31	McMaster-Carr		\$ -	\$ 707.31
9200	93405A145	\$ 0.06	\$ 529.92	McMaster-Carr		\$ -	\$ 529.92
8700	90402A145	\$ 0.07	\$ 592.47	McMaster-Carr		\$ -	\$ 592.47
5880	RMCF0402JT1K100	\$ 0.00	\$ 10.58	Digikey		\$ -	\$ 10.58
8543	leaf	\$ 0.50	\$ 4,271.50			\$ -	\$ 4,271.50
5000	RCGH-50	\$ 0.28	\$ 1,410.75	Digikey		\$ -	\$ 1,410.75
4800	91772A158	\$ 0.09	\$ 416.16	McMaster-Carr		\$ -	\$ 416.16
4704	XC2C4A-7VQG44C	\$ 2.26	\$ 10,635.74	Digikey		\$ -	\$ 10,635.74
4200	RMCF0402FT10K0	\$ 0.00	\$ 13.61	Digikey		\$ -	\$ 13.61
3780	C1005X5R1A104K050BA	\$ 0.01	\$ 23.81	Digikey		\$ -	\$ 23.81
3360	GRM155R61A103KA01D	\$ 0.01	\$ 19.15	Digikey		\$ -	\$ 19.15
2200	90471A205	\$ 0.07	\$ 159.06	McMaster-Carr		\$ -	\$ 159.06
2000	93405A144	\$ 0.09	\$ 172.80	McMaster-Carr		\$ -	\$ 172.80
1680	RMCF0402ZT0R00	\$ 0.00	\$ 4.30	Digikey		\$ -	\$ 4.30
1680	RMCF0402ZT0R00	\$ 0.00	\$ 4.30	Digikey		\$ -	\$ 4.30
1650	90273A829	\$ 0.05	\$ 76.07	McMaster-Carr		\$ -	\$ 76.07
1600	FG-12	\$ 1.10	\$ 1,764.03	Digikey		\$ -	\$ 1,764.03
1550	AWP16-7241-T-R	\$ 0.27	\$ 425.17	Digikey		\$ -	\$ 425.17
1494	5M1270ZT144C4N	\$ 14.30	\$ 21,364.20	Arrow Electronics		\$ -	\$ 21,364.20
1310	Heatsink	\$ 58.40	\$ 76,504.00	Maxcomm Global		\$ -	\$ 76,504.00
1080	5M1270ZT144C5N	\$ 14.30	\$ 15,444.00	America II Electronics Inc.		\$ -	\$ 15,444.00

# Schedule B EXHIBIT 1

1000	0010085021	\$ 0.23	\$ 229.65	Digikey		\$ -	\$ 229.65
1000	0039000021	\$ 0.08	\$ 79.84	Digikey		\$ -	\$ 79.84
1000	0251010.MAT1L	\$ 0.31	\$ 313.50	Digikey		\$ -	\$ 313.50
1000	17-M200B-M	\$ 0.05	\$ 46.51	Digikey		\$ -	\$ 46.51
1000	NCP15XH103J103RC**M	\$ 0.04	\$ 37.30	Arrow Electronics		\$ -	\$ 37.30
851	R1209-062	\$ 0.01	\$ 11.66	Digikey		\$ -	\$ 11.66
840	2N7002P,215	\$ 0.04	\$ 34.26	Digikey		\$ -	\$ 34.26
840	ESD9X12ST5G	\$ 0.08	\$ 67.12	Digikey		\$ -	\$ 67.12
840	RMCF0402FT15K0	\$ 0.01	\$ 4.84	Digikey		\$ -	\$ 4.84
840	RMCF0402FT4K99	\$ 0.01	\$ 4.84	Digikey		\$ -	\$ 4.84
840	RMCF0402JT100R	\$ 0.00	\$ 3.23	Digikey		\$ -	\$ 3.23
840	RMCF0402JT1K100	\$ 0.00	\$ 1.34			\$ -	\$ 1.34
800	91772A151	\$ 0.06	\$ 50.24	McMaster-Carr		\$ -	\$ 50.24
800	10011024	\$ 0.21	\$ 167.33	Digikey		\$ -	\$ 167.33
744	10034908-002LF	\$ 8.30	\$ 6,175.20	Arrow Electronics		\$ -	\$ 6,175.20
711	51764-10301203C0LF	\$ 1.99	\$ 1,414.89	Arrow Electronics		\$ -	\$ 1,414.89
633	PWS-1K41P-1R	\$ 265.99	\$ 168,371.67	CDW		\$ -	\$ 168,371.67
630	RMCF0402FT100K	\$ 0.01	\$ 3.63	Digikey		\$ -	\$ 3.63
630	RMCF0402JT100K	\$ 0.01	\$ 3.63	Digikey		\$ -	\$ 3.63
599	RMCF0402JT10K0	\$ 0.00	\$ 0.96	Arrow Electronics		\$ -	\$ 0.96
572	10-01-3026	\$ 0.34	\$ 197.23	Digikey		\$ -	\$ 197.23
550	302-S161	\$ 0.18	\$ 96.25	Digikey		\$ -	\$ 96.25
540	C1005X5R1A104K050BA	\$ 0.00	\$ 1.19	Arrow Electronics		\$ -	\$ 1.19
500	008236063646	\$ 0.04	\$ 18.25	W.C. Winks Hardware		\$ -	\$ 18.25
500	96659A103	\$ 0.04	\$ 19.45	McMaster-Carr		\$ -	\$ 19.45
480	CE-1307024	\$ 6.81	\$ 3,268.80	Triax Metal Products, LLC		\$ -	\$ 3,268.80
420	0251005.MRT1L	\$ 0.44	\$ 184.35	Digikey		\$ -	\$ 184.35
420	AP6503ASP-13	\$ 0.73	\$ 308.11	Digikey		\$ -	\$ 308.11
420	C0402X5R0JG82M020BC	\$ 0.07	\$ 31.42	Digikey		\$ -	\$ 31.42

420	C1206C226M9PACTU	\$ 0.06	\$ 26.68	Digikey		\$ -	\$ 26.68
420	C1206C476M8PACTU	\$ 0.13	\$ 55.52	Digikey		\$ -	\$ 55.52
420	CRCW04026K80FKED	\$ 0.03	\$ 10.71	Digikey		\$ -	\$ 10.71
420	MEC0381V1	\$ 7.43	\$ 3,122.28	Digikey		\$ -	\$ 3,122.28
400	90126A505	\$ 0.01	\$ 4.36	McMaster-Carr		\$ -	\$ 4.36
400	90403A106	\$ 0.05	\$ 20.64	McMaster-Carr		\$ -	\$ 20.64
400	92373A175	\$ 0.04	\$ 17.48	McMaster-Carr		\$ -	\$ 17.48
354	5M80ZE64I5N	\$ 2.40	\$ 849.60	Digikey		\$ -	\$ 849.60
338	CE-1307019	\$ 6.02	\$ 2,034.76	Triax Metal Products, LLC		\$ -	\$ 2,034.76
300	298-10378-ND	\$ 0.32	\$ 97.14	Digikey		\$ -	\$ 97.14
225	90910A712	\$ 0.32	\$ 72.45	McMaster-Carr		\$ -	\$ 72.45
221	EEC0381B1-000U-A99	\$ 8.51	\$ 1,879.61	Digikey		\$ -	\$ 1,879.61
210	5103308-1	\$ 0.89	\$ 186.10	Digikey		\$ -	\$ 186.10
210	ADC104S021C1MM/NOPE	\$ 1.68	\$ 352.11	Digikey		\$ -	\$ 352.11
210	ASEMB-20,000MHZ-LC-T	\$ 1.04	\$ 217.35	Digikey		\$ -	\$ 217.35
210	CAT25020VI-GT3	\$ 0.29	\$ 61.03	Digikey		\$ -	\$ 61.03
210	CRCW04029K53FKED	\$ 0.03	\$ 5.36	Digikey		\$ -	\$ 5.36
210	LM95071CIMF/NOPB	\$ 0.81	\$ 170.96	Digikey		\$ -	\$ 170.96
210	RMCF0402FT26K1	\$ 0.01	\$ 2.21	Digikey		\$ -	\$ 2.21
210	SFH11-PBPC-D13-ST-BK	\$ 0.97	\$ 204.50	Digikey		\$ -	\$ 204.50
210	SK310A-LTP	\$ 0.29	\$ 60.90	Digikey		\$ -	\$ 60.90
210	VLC5045T-100M	\$ 0.32	\$ 66.15	Digikey		\$ -	\$ 66.15
210	VLC5045T-3R3N	\$ 0.32	\$ 66.15	Digikey		\$ -	\$ 66.15
210	XC61CC3002MR-G	\$ 0.39	\$ 81.12	Digikey		\$ -	\$ 81.12
203	Shin Puu	\$ 680.00	\$ 138,040.00			\$ -	\$ 138,040.00
202	A14692-30	\$ 18.58	\$ 3,753.08	Digikey		\$ -	\$ 3,753.08
200	PWS Board	\$ 17.88	\$ 3,576.00	Shin Puu		\$ -	\$ 3,576.00
200	94831A030	\$ 0.07	\$ 13.10	McMaster-Carr		\$ -	\$ 13.10
200	CE1307023-1	\$ 16.83	\$ 3,366.00	Sager		\$ -	\$ 3,366.00



199	5M40ZE64I5N	\$ 1.20	\$ 238.80	Mouser		\$ -	\$ 238.80
181	BackPlanes	\$ 61.50	\$ 11,131.50	Shin Puu		\$ -	\$ 11,131.50
174	CE-1307020	\$ 6.53	\$ 1,136.22	Triax Metal Products, LLC		\$ -	\$ 1,136.22
162	51704-10301203C0LF	\$ 1.99	\$ 322.38	Arrow Electronics		\$ -	\$ 322.38
160	CE-1307012	\$ 9.13	\$ 1,460.80	Triax Metal Products, LLC		\$ -	\$ 1,460.80
160	93330A370	\$ 0.38	\$ 60.80	McMaster-Carr		\$ -	\$ 60.80
150	68602-116HCF	\$ 0.34	\$ 51.24	Digikey		\$ -	\$ 51.24
137	ME4010VX-000U-A99	\$ 3.74	\$ 512.38	Digikey		\$ -	\$ 512.38
137	Q356-ND	\$ 5.29	\$ 724.73	Digikey		\$ -	\$ 724.73
125	319002-T01	\$ 3.33	\$ 416.25	Mouser		\$ -	\$ 416.25
120	RMCF0402FT15K0	\$ 0.00	\$ 0.29	Arrow Electronics		\$ -	\$ 0.29
120	RMCF0402JT100R	\$ 0.00	\$ 0.19	Arrow Electronics		\$ -	\$ 0.19
110	0010321021	\$ 0.57	\$ 62.72	Digikey		\$ -	\$ 62.72
106	90403A115	\$ 0.26	\$ 27.98	McMaster-Carr		\$ -	\$ 27.98
100	90272A291	\$ 0.06	\$ 5.52	McMaster-Carr		\$ -	\$ 5.52
100	CE-1307025	\$ 6.68	\$ 668.00	Triax Metal Products, LLC		\$ -	\$ 668.00
100	VLC5045T-100M	\$ 0.27	\$ 27.30	Mouser		\$ -	\$ 27.30
100	VLC5045T-3R3N	\$ 0.27	\$ 27.30	Mouser		\$ -	\$ 27.30
100	082893606323	\$ 0.07	\$ 7.39	W.C. Winks Hardware		\$ -	\$ 7.39
100	TWS1400R_PS_REVB	\$ 9.58	\$ 957.50	Shin Puu		\$ -	\$ 957.50
80	PWS1400r_ps	\$ 34.72	\$ 2,777.60	Advanced circuits		\$ -	\$ 2,777.60
75	A14692-31	\$ 34.70	\$ 2,602.80	Digikey		\$ -	\$ 2,602.80
67	5M570ZT144C5N	\$ 5.44	\$ 364.48	Arrow Electronics		\$ -	\$ 364.48
67	CE-1307016	\$ 8.53	\$ 571.51	Triax Metal Products, LLC		\$ -	\$ 571.51
63	CE-1307014	\$ 8.53	\$ 537.39	Triax Metal Products, LLC		\$ -	\$ 537.39
60	C0402X5R0JG82M020B0	\$ 0.01	\$ 0.73	Digikey		\$ -	\$ 0.73
60	C1206C226M9PACTU	\$ 0.12	\$ 7.04	Arrow Electronics		\$ -	\$ 7.04
60	C1206C476M8PACTU	\$ 0.24	\$ 14.34	Arrow Electronics		\$ -	\$ 14.34
57	CE-1307003	\$ 30.11	\$ 1,716.27	Triax Metal Products, LLC		\$ -	\$ 1,716.27

50	CE-1307018	\$ 10.44	\$ 522.00	Triax Metal Products, LLC		\$ -	\$ 522.00
50	CRC04029K53FKED	\$ 0.04	\$ 2.20	Digikey		\$ -	\$ 2.20
50	RMCFO402FT26K1	\$ 0.01	\$ 0.69	Digikey		\$ -	\$ 0.69
50	RMCFO402JT6K80	\$ 0.01	\$ 0.46	Digikey		\$ -	\$ 0.46
49	CE-1307001	\$ 23.53	\$ 1,152.97	Triax Metal Products, LLC		\$ -	\$ 1,152.97
45	grasberg boards	\$ 850.00	\$ 38,250.00			\$ -	\$ 38,250.00
43	5205933-3	\$ 1.21	\$ 51.99	Digikey		\$ -	\$ 51.99
42	CE-1307005	\$ 26.58	\$ 1,116.36	Triax Metal Products, LLC		\$ -	\$ 1,116.36
41	CE-1307008	\$ 26.55	\$ 1,088.55	Triax Metal Products, LLC		\$ -	\$ 1,088.55
40	73-7791-7	\$ 3.19	\$ 127.68	Digikey		\$ -	\$ 127.68
39	CE-1307006	\$ 23.67	\$ 923.13	Triax Metal Products, LLC		\$ -	\$ 923.13
33	CE-1307002	\$ 23.53	\$ 776.49	Triax Metal Products, LLC		\$ -	\$ 776.49
30	D12S400A	\$ 27.80	\$ 833.91	Digikey		\$ -	\$ 833.91
30	M20-7831342	\$ 0.48	\$ 14.40	Digikey		\$ -	\$ 14.40
30	RMC0402FT26K1	\$ 0.01	\$ 0.41	Digikey		\$ -	\$ 0.41
30	SK310A-LTP	\$ 0.13	\$ 4.00			\$ -	\$ 4.00
30	XC61CC3002MR-G	\$ 0.19	\$ 5.81	Digikey		\$ -	\$ 5.81
29	TS16GSDHC10E	\$ 12.95	\$ 375.55	Amazon.com		\$ -	\$ 375.55
23	Card Cage Units	\$ 180.08	\$ 4,141.84	Triax Metal Products, LLC		\$ -	\$ 4,141.84
23	Grasbergs/Shin Puu	\$ 600.00	\$ 13,800.00	Shin Puu		\$ -	\$ 13,800.00
23	Fan blade assembly	\$ 50.00	\$ 1,150.00			\$ -	\$ 1,150.00
21	B0002DV0CC	\$ 7.99	\$ 167.79	Amazon.com		\$ -	\$ 167.79
15	BackPlanes	\$ 295.39	\$ 4,430.85	Advanced circuits		\$ -	\$ 4,430.85
14	card cage with wires	\$ 320.00	\$ 4,480.00			\$ -	\$ 4,480.00
11	CE-1307010	\$ 12.84	\$ 141.24	Triax Metal Products, LLC		\$ -	\$ 141.24
10	1175-1306-ND	\$ 4.16	\$ 41.58	Digikey		\$ -	\$ 41.58
10	412DO2F-09PC003SV	\$ 1.89	\$ 18.90	Newark		\$ -	\$ 18.90
5	3365/16 300SF	\$ 82.42	\$ 412.10	Digikey		\$ -	\$ 412.10
5	8341-10ML	\$ 9.75	\$ 48.75	Mouser		\$ -	\$ 48.75

5	AC-YS4	\$ 2.21	\$ 11.05	Mouser		\$ -	\$ 11.05
4	B0002DV0CW	\$ 9.99	\$ 39.96	Amazon.com		\$ -	\$ 39.96
4	10-251	\$ 1.83	\$ 7.32	Newark		\$ -	\$ 7.32
4	SA-9-E-115	\$ 105.00	\$ 420.00			\$ -	\$ 420.00
3	Grasberg X	\$ 2,000.00	\$ 6,000.00	Gorilla Circuits		\$ -	\$ 6,000.00
3	SFV-CH50A	\$ 14.96	\$ 44.88	Mouser		\$ -	\$ 44.88
3	PS-900	\$ 260.13	\$ 780.39	Mouser		\$ -	\$ 780.39
2	5413 Amber 1inx36yd	\$ 76.27	\$ 152.54	Digikey		\$ -	\$ 152.54
2	SFV-CH15A	\$ 11.48	\$ 22.96	Newark		\$ -	\$ 22.96
2	ETA	\$ 4.20	\$ 8.40	Digikey		\$ -	\$ 8.40
2	TC205	\$ 1.20	\$ 2.40	Digikey		\$ -	\$ 2.40
2	OS-D-100	\$ 40.56	\$ 81.12	Digikey		\$ -	\$ 81.12
1	10075331	\$ 5.79	\$ 5.79	A-BOY		\$ -	\$ 5.79
1	10091537	\$ 31.69	\$ 31.69	A-BOY		\$ -	\$ 31.69
1	5413 AMBER 1/2inx36yd	\$ 34.60	\$ 34.60	Digikey		\$ -	\$ 34.60
1	8MTW Flex-Black	\$ 323.00	\$ 323.00	Platt		\$ -	\$ 323.00
1	8MTW Flex-Red	\$ 302.60	\$ 302.60	Platt		\$ -	\$ 302.60
1	C2016A.21.01	\$ 115.43	\$ 115.43	Digikey		\$ -	\$ 115.43
1	C2016A.21.03	\$ 115.43	\$ 115.43	Digikey		\$ -	\$ 115.43
1	M66PF1001	\$ 5.42	\$ 5.42	McMaster-Carr		\$ -	\$ 5.42
1	RASPBERRY-MODB-512	\$ 35.00	\$ 35.00	Newark Electronics		\$ -	\$ 35.00
1	SM278-3/16"	\$ 113.90	\$ 113.90	Digikey		\$ -	\$ 113.90
1	608-369C-F	\$ 24.76	\$ 24.76	Newark		\$ -	\$ 24.76
1	35283	\$ 18.11	\$ 18.11	Newark		\$ -	\$ 18.11
1	BC-250	\$ 7.25	\$ 7.25	Newark		\$ -	\$ 7.25
1	66050	\$ 107.36	\$ 107.36	Mouser		\$ -	\$ 107.36
1	5560K9	\$ 8.07	\$ 8.07	McMaster-Carr		\$ -	\$ 8.07
0	51720; 51764	\$ 1.99	\$ -	Shin Puu	1,475	\$ 2,935.25	\$ 2,935.25
0	5M1270	\$ 14.30	\$ -	Shin Puu	1,203	\$ 17,202.90	\$ 17,202.90

0	5M80	\$ 2.40	\$ -	Shin Puu	20,199	\$ 48,477.60	\$ 48,477.60
0	D12S400A	\$ 27.80	\$ -	Shin Puu	-	\$ -	\$ -
0	5M40; 5M160	\$ 1.20	\$ -	Shin Puu	11,633	\$ 13,959.60	\$ 13,959.60
0	51704	\$ 1.99	\$ -	Shin Puu	3	\$ 5.97	\$ 5.97
0	PWS POWER EDGE	\$ 8.30	\$ -	Shin Puu	1,012	\$ 8,399.60	\$ 8,399.60
0	5M570	\$ 5.44	\$ -	Shin Puu	21	\$ 114.24	\$ 114.24
0	1.2uh ind.	\$ 0.86	\$ -	Shin Puu	31,222	\$ 26,788.48	\$ 26,788.48
0	leafs	\$ 0.50	\$ -	Shin Puu	285,000	\$ 142,500.00	\$ 142,500.00
0	1 uh ind.	\$ 0.88	\$ -	Shin Puu	4,000	\$ 3,511.20	\$ 3,511.20
0	EEPROM	\$ 1.04	\$ -	Shin Puu	329	\$ 340.52	\$ 340.52
0	24POS HDR	\$ 0.72	\$ -	Shin Puu	12,000	\$ 8,680.56	\$ 8,680.56
0	MPS8620 - WPS	\$ 3.70	\$ -	Shin Puu	40,807	\$ 150,985.90	\$ 150,985.90
0	Parts in Transit to Taiwan					\$ 54,173.06	\$ 54,173.06
			<b>\$ 785,774.39</b>			<b>\$ 478,074.87</b>	<b>\$ 1,263,849.26</b>



In re CLI Holdings, Inc. dba Alydian  
Debtor(s)Case No. 13-19746

(if known)

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

Creditor's Name and Mailing Address Including ZIP Code and Account Number (See Instructions Above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, Nature of Lien, and Description and Market Value of Property Subject to Lien	Contingent	Unliquidated	Disputed	Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
Account No:							
		Value:					
Account No:							
		Value:					
No continuation sheets attached						Subtotal \$ (Total of this page)	\$ 0.00
						Total \$ (Use only on last page)	\$ 0.00

(Report also on Summary of Schedules)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

In re CLI Holdings, Inc. dba Alydian,Case No. 13-19746

Debtor(s)

(if known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts NOT entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIMS** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

\* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

In re CLI Holdings, Inc. dba Alydian,  
Debtor(s)Case No. 13-19746  
(if known)**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet)

Type of Priority for Claims Listed on This Sheet: Taxes and Certain Other Debts Owed to Governmental Units

Creditor's Name, Mailing Address Including ZIP Code, and Account Number (See instructions above.)	Co-Debtor	Date Claim was Incurred and Consideration for Claim	Contingent	Unliquidated	Disputed	Amount of Claim	Amount Entitled to Priority	Amount not Entitled to Priority, if any
Account No: Creditor # : 1 Department of Revenue Bankruptcy Claims Unit 2101 Fourth Avenue, Suite 1400 Seattle WA 98121		NOTICE ONLY				\$ 0.00	\$ 0.00	\$ 0.00
Account No: Creditor # : 2 Internal Revenue Service Centralized Insolvency PO Box 21126 Philadelphia PA 19114		NOTICE ONLY				\$ 0.00	\$ 0.00	\$ 0.00
Account No: 								
Account No: 								
Account No: 								
Sheet No. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims (Use only on last page of the completed Schedule E. Report total also on Summary of Schedules)						<b>Subtotal \$</b> (Total of this page) <b>Total \$</b> 0.00 <b>Total \$</b> (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and	0.00	0.00

In re CLI Holdings, Inc. dba Alydian  
Debtor(s)Case No. 13-19746

(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedules. Report this total also on the Summary of Schedules, and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 1 Barry Silbert 5 East 22nd Street #PH-H New York NY 10010		12/21/2012 Presale Service Agreement				\$ 36,795.00
Account No: Creditor # : 2 Brian Cartmell 188 Quay Street Level 27 Auckland CBD New Zealand 1010		12/13/2012 Presale Service Agreement				\$ 100,000.00
Account No: Creditor # : 3 Christopher Koss 3614 Hunts Point Road Bellevue WA 98004		12/13/2012 Presale Service Agreement				\$ 3,450.00
3 continuation sheets attached						Subtotal \$
						\$ 140,245.00
						Total \$
						(Use only on last page of the completed Schedule F. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related



In re CLI Holdings, Inc. dba AlydianCase No. 13-19746

Debtor(s)

(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
	H--Husband W--Wife J--Joint C--Community					
Account No: Creditor # : 4 CoinLab, Inc. 900 Winslow Way East, Suite 10 Bainbridge Island WA 98110		2013 Trade credit				\$ 600,000.00
Account No: Creditor # : 5 Dalsa Barbour LLC 315 West 36th Street, #18B New York NY 10018	X	08/14/2013 Presale Service Agreement			X	Unknown
Account No: Representing: Dalsa Barbour LLC		Reyhani Nemirovsky LLP 200 Park Avenue, 17th Floor New York NY 10116				
Account No: Creditor # : 6 Joel Yarmon 2882 Sandhill Park Menlo Park CA 94025		12/20/2012 Presale Service Agreement				\$ 6,000.00
Account No: Creditor # : 7 Jon Chin 14707 NE 44th Place #Q-12 Bellevue WA 98007		12/14/2012 Presale Service Agreement				\$ 2,000.00
Sheet No. <u>1</u> of <u>3</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal \$ <u>\$ 608,000.00</u> Total \$ _____ (Use only on last page of the completed Schedule F. Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related

In re CLI Holdings, Inc. dba AlydianCase No. 13-19746

Debtor(s)

(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 8 Peter Vessenens 7561 Emerald Way Bainbridge Island WA 98110		12/20/2012 Presale Service Agreement				\$ 40,000.00
Account No: Creditor # : 9 Robert F. Seidensticker III 909 Fifth Avenue, Suite 1901 Seattle WA 98104		12/13/2012 Presale Service Agreement				\$ 6,210.00
Account No: Creditor # : 10 Soule Investments, LLC 5220 S. Kimball Ave., Apt. 1 Chicago IL 60615		01/15/2013 Presale Service Agreement				\$ 50,000.00
Account No: Creditor # : 11 Sunshine Network Limited Unit 5.27F 109 Argyle Street Mongkok Kowloon NT Hong Kong		12/20/2012 Presale Service Agreement				\$ 200,000.00
Account No: Creditor # : 12 Timothy Draper Living Trust Attention: Trustee 2882 Sand Hill Park Menlo Park CA 94025		12/20/2012 Presale Service Agreement				\$ 250,000.00

Sheet No. 2 of 3 continuation sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

Subtotal \$

\$ 546,210.00

Total \$

(Use only on last page of the completed Schedule F. Report also on Summary of  
Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related

In re CLI Holdings, Inc. dba AlydianCase No. 13-19746

Debtor(s)

(if known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

(Continuation Sheet)

Creditor's Name, Mailing Address including Zip Code, And Account Number (See instructions above.)	Co-Debtor H--Husband W--Wife J--Joint C--Community	Date Claim was Incurred, and Consideration for Claim. If Claim is Subject to Setoff, so State.	Contingent	Unliquidated	Disputed	Amount of Claim
Account No: Creditor # : 13 XRAY Holdings Limited 188 Quay Street, Level 27 Auckland CBD New Zealand 1010		08/29/2013 Business Loan (Amount scheduled is approximate US dollar equivalent of 10,000 Bitcoin at 11/01/2013 exchange rate)				\$ 3,006,000.00
Account No:						
Account No:						
Account No:						
Account No:						
Account No:						
<b>Subtotal \$</b>						\$ 3,006,000.00
<b>Total \$</b>						\$ 4,300,455.00

Sheet No. 3 of 3 continuation sheets attached to Schedule of  
Creditors Holding Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F. Report also on Summary of  
Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related

In re CLI Holdings, Inc. dba Alydian

/ Debtor

Case No. 13-19746

(if known)

**SCHEDULE G-EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State the nature of debtor's interests in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if the debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract.	Description of Contract or Lease and Nature of Debtor's Interest. State whether Lease is for Nonresidential Real Property. State Contract Number of any Government Contract.
Barry Silbert 5 East 22nd Street, PH - H New York NY 10010	Contract Type: <i>Presale Service Agreement</i> Terms: <i>Per contract</i> Beginning date: <i>12/21/2012</i> Debtor's Interest: Description: <i>Bitcoin mining</i> Buyout Option: <i>None</i>
Brian Cartmell Level 27/188 Quay Street Auckland CBD 1010 New Zealand	Contract Type: <i>Presale Service Agreement</i> Terms: <i>Per contract</i> Beginning date: <i>12/13/2012</i> Debtor's Interest: Description: <i>Bitcoin mining</i> Buyout Option: <i>None</i>
Christopher Koss 3614 Hunts Point Road Bellevue WA 98004	Contract Type: <i>Presale Service Agreement</i> Terms: <i>Per contract</i> Beginning date: <i>12/13/2012</i> Debtor's Interest: Description: <i>Bitcoin mining</i> Buyout Option: <i>None</i>
Dalsa Barbour LLC 315 West 36th Street, Apt. 18B New York NY 10018	Contract Type: <i>Presale Service Agreement</i> Terms: <i>Per contract</i> Beginning date: <i>8/14/2013</i> Debtor's Interest: Description: <i>Bitcoin mining</i> Buyout Option: <i>None</i>
Joel Yarmon 2882 Sand Hill Road, Suite 150 Menlo Park CA 94025	Contract Type: <i>Presale Service Agreement</i> Terms: <i>Per contract</i> Beginning date: <i>12/20/2012</i> Debtor's Interest: Description: <i>Bitcoin mining</i> Buyout Option: <i>None</i>



In re CLI Holdings, Inc. dba Alydian

/ Debtor

Case No. 13-19746

(if known)

**SCHEDULE G-EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract.	Description of Contract or Lease and Nature of Debtor's Interest. State whether Lease is for Nonresidential Real Property. State Contract Number of any Government Contract.
Jon Chin 14707 NE 44th Place, #Q-12 Bellevue WA 98007	Contract Type: <i>Presale Service Agreement</i> Terms: <i>Per contract</i> Beginning date: <i>12/14/2012</i> Debtor's Interest: Description: <i>Bitcoin mining</i> Buyout Option: <i>None</i>
Peter Vessenes 7561 Emerald Way Bainbridge Island WA 98110	Contract Type: <i>Presale Service Agreement</i> Terms: <i>Per contract</i> Beginning date: <i>12/20/2012</i> Debtor's Interest: Description: <i>Bitcoin mining</i> Buyout Option: <i>None</i>
Robert F. Seidensticker III 909 Fifth Avenue, Suite 1901 Seattle WA 98104	Contract Type: <i>Presale Service Agreement</i> Terms: <i>Per contract</i> Beginning date: <i>12/13/2012</i> Debtor's Interest: Description: <i>Bitcoin mining</i> Buyout Option: <i>None</i>
Soule Investments LLC 5220 S. Kimbark Avenue, Apt. 1 Chicago IL 60615	Contract Type: <i>Presale Service Agreement</i> Terms: <i>Per contract</i> Beginning date: <i>1/15/2013</i> Debtor's Interest: Description: <i>Bitcoin mining</i> Buyout Option: <i>None</i>
Sunshine Network Limited Unit 5, 27th Fl. 109 Argyle St Mong Kok Kowloon N. T. Hong Kong Peoples Republic of China	Contract Type: <i>Presale Service Agreement</i> Terms: <i>Per contract</i> Beginning date: <i>12/20/2012</i> Debtor's Interest: Description: <i>Bitcoin mining</i> Buyout Option: <i>None</i>
Timothy Draper Living Trust 2882 Sand Hill Road, Suite 150 Menlo Park CA 94025	Contract Type: <i>Presale Service Agreement</i> Terms: <i>Per contract</i> Beginning date: <i>12/20/2012</i> Debtor's Interest: Description: <i>Bitcoin mining</i> Buyout Option: <i>None</i>

In re CLI Holdings, Inc. dba Alydian

/ Debtor

Case No. 13-19746

(if known)

**SCHEDULE H-CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtors spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if the debtor has no codebtors.

Name and Address of Codebtor	Name and Address of Creditor
CoinLab, Inc. 900 Winslow Way East, #100 Bainbridge Island WA 98110	Dalsa Barbour LLC 315 West 36th Street, #18B New York NY 10018

In re CLI Holdings, Inc. dba Alydian, a Corporation  
Debtor

Case No. 13-19746  
(if known)

## DECLARATION CONCERNING DEBTOR'S SCHEDULES

### DECLARATION UNDER PENALTY ON BEHALF OF A CORPORATION

I, Peter J. Vessenens, Authorized Agent of the Corporation  
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 15 sheets,  
and that they are true and correct to the best of my knowledge, information, and belief.

Date: 11/15/2013

Signature /s/ Peter J. Vessenens  
Name: Peter J. Vessenens  
Title: Authorized Agent

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF WASHINGTON  
WESTERN DIVISION**

In re: *CLI Holdings, Inc. dba Alydian,*  
a Corporation

Case No. 13-19746

(if known)

Debtor

**STATEMENT OF FINANCIAL AFFAIRS**

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Questions 1-18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19-25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

**DEFINITIONS**

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor may also be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporation debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. §101(2), (31).

**1. Income from employment or operation of business**

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

2013: \$0.00

2012: \$0.00

2011: \$0.00

**2. Income other than from employment or operation of business**

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)



**3. Payments to creditors**None ☒ Complete a. or b., as appropriate, and c.

a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor, made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None ☐ b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850\*. If the debtor is an individual, indicate with an asterisk (\*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

\* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
CoinLab, Inc. 900 Winslow Way East, Suite 100 Bainbridge Island, WA 98110	10/30/13	\$580,809.69	\$600,000.00
	10/15/13	\$239,054.58	
	09/30/13	\$294,240.17	
	09/19/13	\$719,574.80	
	09/12/13	\$287,068.77	
	08/31/13	\$221,589.36	
	08/19/13	\$104,261.03	
	08/07/13	\$136,454.77	

None ☒ c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**4. Suits and administrative proceedings, executions, garnishments and attachments**

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Bitvestment Partners LLC v. CoinLab, Inc., CLI Holdings, Alydian Inc., Peter Vessenes et. al., Case No 13-cv-7632	Contract Dispute	US District Court, Southern District of New York	Pending

None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**5. Repossessions, foreclosures and returns**

None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**6. Assignments and receiverships**

None ☒ a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**7. Gifts**

None ☒ List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**8. Losses**

None ☒ List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**9. Payments related to debt counseling or bankruptcy**

None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Keller Rohrback LLP 1201 Third Avenue #3200 Seattle, WA 98101	Date of Payment: November 1, 2013 Payor: CoinLab, Inc.	\$10,000.00

**10. Other transfers**

None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

- None ☒ b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

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**11. Closed financial accounts**

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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**12. Safe deposit boxes**

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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**13. Setoffs**

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

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**14. Property held for another person**

- None ☒ List all property owned by another person that the debtor holds or controls.

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**15. Prior address of debtor**

- None ☒ If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

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**16. Spouses and Former Spouses**

- None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

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**17. Environmental Information**

- None ☒ For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to disposal sites.

"Hazardous Material" means anything defined as hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law:

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law, with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

### 18. Nature, location and name of business

None ☐ a. If the debtor is an individual, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
CLI Holdings, Inc. dba Alydian a Corporation	TaxPayer ID: 98-1138574	900 Winslow Way East Suite 100 Bainbridge Island WA, 98110	Hardware Developer	August 2012 to present

None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.



## NAME AND ADDRESS

## DATES SERVICES RENDERED

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

**19. Books, records and financial statements**

- None ☐ a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

## NAME AND ADDRESS

## DATES SERVICES RENDERED

*Moss Adams, LLP*  
*999 Third Avenue, Suite 2800*  
*Seattle, WA 98104*

*Dates: 2012-2013*

- None ☒ b. List all firms or individuals who within two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

## NAME

## ADDRESS

*Moss Adams, LLP*  
*Amy Sutherland*  
*Doug Thorn*

*999 Third Avenue, Suite 2800*  
*Seattle, WA 98104*

*CoinLab Inc.*

*900 Winslow Way East, Suite 100*  
*Bainbridge Island, WA 98110*

- None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

**20. Inventories**

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

None ☒ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

## 21. Current Partners, Officers, Directors and Shareholders

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
CoinLab, Inc. 900 Winslow Way East, Suite 100 Bainbridge Island, WA 98110		65% common stock
XRay Holdings Limited 188 Quay Street Level 27 Auckland CBD New Zealand 1010		35% common stock
Peter Vessenes 900 Winslow Way, Suite 100 Bainbridge Island, WA 98110	Managing Director	N/A

## 22. Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

## 23. Withdrawals from a partnership or distribution by a corporation

None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

## 24. Tax Consolidation Group.

None ☒ If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

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**25. Pension Funds.**

None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

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*[If completed on behalf of a partnership or corporation]*

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information, and belief.

Date 11/1/2013

Signature /s/ Peter J. Vessenes  
Peter J. Vessenes Authorized Agent  
Print Name and Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

\_\_\_\_ continuation sheets attached

*Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years or both, 18 U.S.C. §§ 152 and 3571.*